

POLICY ON DIVERSITY OF BOARD OF DIRECTORS

Version – 1

Effective August 12, 2026
(Adopted by Board of Directors in Board meeting held on August 12, 2026)
[Pursuant to Regulation 19(4) and 20(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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Website: www.stmpl.co.in

1. PREAMBLE

The Policy on Board Diversity ('the Policy') sets out the approach to diversity on the Board of Directors ('the Board') of Spectrum Talent Management Limited ('the Company').

The Company recognizes that diversity at Board level is a necessary requirement in ensuring an effective board. A mix of executive, independent and other non-executive directors is one important facet of diverse attributes that the Company desires. Further, a diverse Board representing differences in the educational qualifications, knowledge, experience, gender, age, thought and perspective results in delivering a competitive advantage and a better appreciation of the interests of stakeholders. These differences should be balanced against the need for a cohesive, effective board.

2. POLICY AND PURPOSE

The Company believes that a diverse Board will amongst others –

a. Contribute to the achievement of its strategic and commercial objective;
b. Enhance the quality of decisions making and ensure better business performance;
c. Encourage diversity of perspectives thereby fuel creativity and innovation;
d. Complement and expand the skills, knowledge and experience of the Board as a whole;
e. Provide better Corporate Governance;
f. Enhance the reputation of Company;
g. Ensure sustainable development.

All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, research / clinical development, human capital management, strategic planning, marketing and general administration.

3. ATTRIBUTES OF DIRECTORS

The following attributes need to be considered in considering optimum board composition:

- **Gender diversity**
  Having at least one woman director on the Board with an aspiration to reach three women directors.

- **Competency**
  The board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, the environment, green technologies, operations of the company's businesses, energy commodity markets and other disciplines related to the company's businesses.

- **Independence**
  The independent directors should satisfy the requirements of the Companies Act, 2013 (the Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the 'independence' criterion.

Additional Attributes

- The directors should not have any other pecuniary relationship with the Company, its subsidiaries, associates or joint ventures and the Company's promoters, besides sitting fees and commission.

- The directors should not have any of their relatives (as defined in the Act and Rules made thereunder) as directors or employees or other stakeholders (other than with immaterial dealings) of the Company, its subsidiaries, associates or joint ventures.

- The directors should maintain an arm's length relationship between themselves and the employees of the Company, as also with the directors and employees of its subsidiaries, associates, joint ventures, promoters and stakeholders for whom the relationship with these entities is material.

- The directors should not be the subject of allegations of illegal or unethical behaviour, in their private or professional lives.

- The directors should have ability to devote sufficient time to the affairs of the Company.

3. <u>Role of the Nomination and Remuneration Committee</u>

The Nomination and Remuneration Committee ('NRC'/'Committee') of the Board shall be responsible for:

a) Reviewing and assessing the composition and performance of the Board;
b) Identifying appropriate qualified personnel to occupy Board position;
c) Suggesting appropriate expertise and diversity required based on future projected activities of the Company;
d) Managing the process of recruiting new member to the Board, defining requisite skills and expertise and make recommendations to the Board;
e) Ensuring that selection process is formal and thorough and non-discriminatory;
f) Reviewing and reporting any changes in relation to the diversity of the Board.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations and other statutory / regulatory requirements.

4. <u>Review of the Policy</u>

The NRC will review this policy periodically and recommend revisions to the Board for consideration.